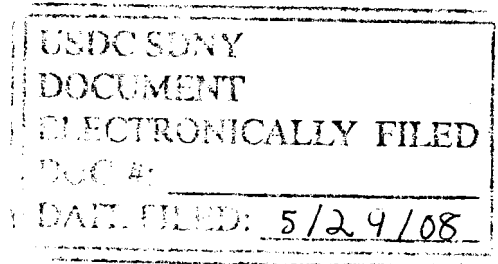


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



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In re LIONEL, LLC, et al. :
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07 Civ. 7946 (RMB) (GWG)

ORDER OF DISCONTINUANCE

Based upon Defendant's letter, dated October 18, 2007, indicating that the settlement agreement reached by the parties would take "at least sixty days, and, possibly longer" to finalize, and the Court's October 22, 2007 Order placing this action in suspense, it is hereby

ORDERED, that the above-entitled action be, and the same hereby is, discontinued; provided, however, that the Plaintiff or Defendant may apply, on or before June 6, 2008 (noon), by letter showing good cause why this action should be restored to the calendar of the undersigned.

SO ORDERED.

Dated: New York, New York
May 29, 2008

A handwritten signature in black ink, consisting of the letters "RMB" in a stylized, cursive-like font.

Richard M. Berman, U.S.D.J.